

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
:
Debtors. : **(Jointly Administered)**
:
:
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AFFIDAVIT AND DISCLOSURE STATEMENT OF Alasdair Nichol,
ON BEHALF OF Samuel T. Freeman & Co.

STATE OF Pennsylvania)
) ss:
COUNTY OF Philadelphia)

Alasdair Nichol, being duly sworn, upon his oath, deposes and says:

1. I am VICE CHAIRMAN of Samuel T. Freeman & Co., located at 1808 Chestnut Street, Philadelphia, PA (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide Auction services to sell a portion of the corporate art collection to the Debtors, and the Firm has consented to provide such services.
3. I submit this Affidavit in accordance with the procedures set forth in the order entered November 5, 2008 authorizing the Debtors to employ professionals utilized in the ordinary course of business [Docket No. 1394] in connection with the Firm's engagement with the Debtors, pursuant to sections 105(a), 327(a), 328, 330 and 504 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.*

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

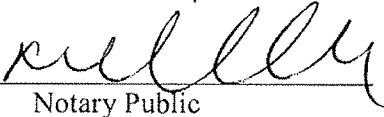
6. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

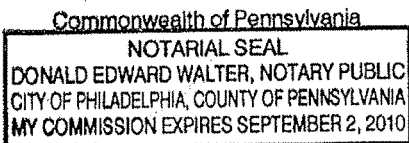
7. The Debtors owe the Firm \$ 0.00 for prepetition services.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹

By: 

Subscribed and sworn to before me
this 31 day of August, 2009


Notary Public



¹ If necessary.

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	:
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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Samuel T. Freeman & Co.
1808 Chestnut Street
Philadelphia, PA 19103

2. Date of retention: July 15, 2009

3. Type of services provided (accounting, legal, etc.):

Auction Services

4. Brief description of services to be provided:

Conducting several auctions to sell a portion of the corporate art collection

5. Arrangements for compensation (hourly, contingent, etc.)

Commission as a percentage (4%) of Hammer price realized.

- (a) Average hourly rate (if applicable):

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ n/a

Date claim arose: n/a

Source of Claim: n/a

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: n/a

Status: n/a

Amount of Claim: \$ n/a

Date claim arose: n/a

Source of claim: n/a _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: n/a _____

No. of shares: n/a _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: n/a _____

Status: n/a _____

Kind of shares: n/a _____

No. of shares: n/a _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

n/a _____

11. Name of individual completing this form:

Hanna Dougher _____